

**STATE OF ILLINOIS**  
**ILLINOIS COMMERCE COMMISSION**

<b>COOK INLET/VOICESTREAM</b>	)	
<b>PCS LLC</b>	)	
	)	<b>ICC Docket No. 00-_____</b>
<b>Application For A Certificate of</b>	)	
<b>Service Authority To Transact</b>	)	
<b>Business In The State of Illinois</b>	)	

**APPLICATION OF COOK INLET/VOICESTREAM PCS LLC**

Cook Inlet/VoiceStream PCS LLC ("CIVS") by and through its attorneys Piper Marbury Rudnick & Wolfe, hereby submits this Application to the Illinois Commerce Commission ("Commission") for a Certificate of Service Authority ("Certificate") to transact business in the State of Illinois pursuant to 220 ILCS 5/13-401 of the Public Utilities Act (the "Act"). CIVS requests expedited treatment of said Application and requests that the Commission grant said Application without requiring testimony or hearings. In support of its Application, CIVS states as follows:

1. CIVS is a Joint Venture between Cook Inlet Region, Inc. and VoiceStream Wireless Corporation ("VoiceStream"), a publicly traded corporation listed on the NASDAQ under the symbol VSTR. CIVS was formed to acquire and operate certain FCC licenses won at the FCC's auction of "Designated Entity" Personal Communications Service ("PCS") licenses. VoiceStream holds a 49% interest in CIVS. Cook Inlet Region, based in Anchorage, AK, is one of 13 regional Native corporations established by Congress under the terms of the Alaska Native Claims Settlement Act ("ANCSA"). It is owned by approximately 6,900 Native shareholders. VoiceStream is a leading provider of digital wireless communications and PCS in the western United States. VoiceStream, through its affiliates and joint ventures with Cook Inlet Region,

currently offers digital wireless service in the states of Washington, Oregon, Idaho, Utah, Arizona, Colorado, Hawaii, New Mexico, Texas, Iowa, Oklahoma, Kansas, and Wyoming. After the completion of its pending mergers with two other PCS providers – Aerial Communications and Omnipoint Communications – it is anticipated VoiceStream will have total equity market capitalization in excess of \$25 Billion, will own PCS licenses in 23 of the top 25 largest markets in the United States covering a population of over 218 million persons, and will serve more than 1.7 million customers.

2. For purposes of this Application, CIVS is a “telecommunications carrier” under § 13-202 of the Act and provides a “telecommunications service” under § 13-203 of the Act. CIVS is a provider of Commercial Mobile Radio Service who, under 47 U.S.C. § 332 (c)(3), is exempt from state regulation of entry and rates. The requirement to obtain a certificate of service authority under Section 13-401 cannot be used as entry regulation, as it would then violate Section 332(c)(3) of the regulations of the Federal Communications Commission (“FCC”). Indeed, the Commission, pursuant to Section 760.10, Title 83, Chapter 1, Subchapter f *Cellular Radio Exclusion*, has exempted cellular and PCS providers from active regulatory oversight.

3. CIVS is the operating company formed by the joint venture between VoiceStream and Cook Inlet and is qualified to do business in the State of Illinois. CIVS is the holder of the C Block PCS license issued by the FCC to provide services within the Chicago, Illinois Basic Trading Area (“BTA”). CIVS is licensed to serve the entire Chicago BTA PCS market. The Chicago, IL C Block BTA license encompasses the following counties in Illinois, Wisconsin, and Indiana: Cook, Dekalb, Grundy, Kane, Kendall, Lake-IL, McHenry, Will, Jasper, Lake-IN, Newton, Porter, and Kenosha.

4. CIVS is currently in the process of building out its network and anticipates launching commercial service towards the end of 2000. CIVS's network will consist of a system of base station transmitters connected through a combination of microwave and telephone company facilities to a switching center and network operations center. The PCS network, in turn, is connected to the local telephone network's tandem and end offices for switching and terminating calls. CIVS is currently in the process of negotiating a final interconnection agreement with Ameritech for the transport and termination of its traffic.

5. CIVS, and its joint venture partner VoiceStream, both have corporate offices located in Bellevue, WA. The Points of Contact for all Illinois regulatory or consumer issues are:

**Cook Inlet/VoiceStream PCS LLC**  
**3650 131<sup>st</sup> Avenue, S.E., Ste. 200**  
**Bellevue, WA 98006**  
**Attn: Christopher Johnson**  
**Manager, Regulatory Affairs**  
**(425) 653-5016**  
[chris.r.johnson@voicestream.com](mailto:chris.r.johnson@voicestream.com)

**Christopher J. Townsend**  
**David I. Fein**  
**Piper Marbury Rudnick & Wolfe**  
**203 North LaSalle Street**  
**Suite 1500**  
**Chicago, Illinois 60601**  
**(312) 368-3462**  
[christopher.townsend@piperrudnick.com](mailto:christopher.townsend@piperrudnick.com)  
[david.fein@piperrudnick.com](mailto:david.fein@piperrudnick.com)

6. CIVS will utilize the financial, managerial, and technical resources of its 49% owner, VoiceStream Wireless Corporation. VoiceStream possesses the requisite financial, technical and managerial resources and abilities to provide PCS services within the Chicago, Illinois BTA. VoiceStream and its affiliates are financially sound and have ready access to sufficient funds to make all capital expenditures and to provide all operating capital required in connection with the proposed services. VoiceStream's management team and contract

personnel, including telecommunications consultants and engineers, will provide managerial, operational and technical support to CIVS's facilities and services. Attached hereto and made a part hereof as Attachment A is a list of Officers and Directors of VoiceStream, along with profiles of the executive management team. Also attached hereto and made a part hereof as Attachment B is a copy of the FCC authorization of CIVS to provide broadband PCS service in the Chicago, IL BTA market. Additionally, a copy of VoiceStream's most recently filed Securities and Exchange Commission ("SEC") form 10Q report, which was filed with the SEC on November 12, 1999, is attached hereto and made a part hereof as Attachment C. Additional information regarding VoiceStream's service, technology, rate plans, and coverage, as well as other background information can be found at VoiceStream's web site, located at: WWW.VOICESTREAM.COM.

7. In connection with the instant request for a Certificate, Cook Inlet/VoiceStream PCS LLC requests that the Commission waive the following Parts of 83 Illinois Administrative Code or find that they are inapplicable to CIVS: 220, 240, 285, 300, 305, 705, 710, 711, 712, 720, 725, 730, 735, 740, 755, 756, 757, 765, 766, 770, 772, 773, 791 and 792. Such waivers or findings would reduce the economic burdens of regulation and would be consistent with the law, purposes and policies of the Act.

**WHEREFORE**, Cook Inlet/VoiceStream PCS LLC respectfully requests that the Commission enter an Order, without hearings,

- (1) granting CIVS a Certificate to operate as a telecommunications carrier in the state of Illinois;
- (2) authorizing CIVS to transact business in the state of Illinois as a PCS provider;
- (3) granting the waivers requested herein;
- (4) granting such further additional or different relief as the Commission deems appropriate; or
- (5) in the alternative, enter a ruling that CIVS is not legally required to obtain such a Certificate to provide the proposed services.

By: *Daniel L. Fein*  
One of Its Attorneys

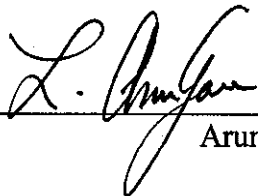
Christopher J. Townsend  
David I. Fein  
PIPER MARBURY RUDNICK & WOLFE  
203 North LaSalle Street  
Suite 1800  
Chicago, Illinois 60601  
312-368-3462  
312-630-7418 (facsimile)  
[christopher.townsend@piperrudnick.com](mailto:christopher.townsend@piperrudnick.com)  
[david.fein@piperrudnick.com](mailto:david.fein@piperrudnick.com)

Christopher Johnson  
Manager, Regulatory Affairs  
VoiceStream Wireless Corporation  
3650 131<sup>st</sup> Avenue, S.E.  
Suite 200  
Bellevue, WA 98006  
425-653-5016  
[chris.r.johnson@voicestream.com](mailto:chris.r.johnson@voicestream.com)

STATE OF WASHINGTON     )  
  ) SS  
COUNTY OF KING         )

**VERIFICATION**

Arun Gore, being first duly sworn, on oath deposes and says that he is Chief Financial Officer of Cook Inlet/VoiceStream PCS L.L.C., that he has read the above and foregoing Application for a Certificate of Service Authority, knows the contents thereof and that the same is true to the best of his knowledge, information and belief.

  
\_\_\_\_\_  
Arun Gore

Subscribed and Sworn to before me  
this 14<sup>th</sup> day of February, 2000.

  
\_\_\_\_\_



**STATE OF ILLINOIS  
ILLINOIS COMMERCE COMMISSION**

Cook Inlet/VoiceStream PCS LLC	)	
	)	
Application for a Certificate of Service	)	Docket No. 00-_____
Authority to Transact Business in the State of	)	
Illinois	)	

**NOTICE OF FILING**

Please take note that on February 17, 2000 we mailed an original and four (4) copies of the Application for a Certificate of Service Authority To Transact Business in the State of Illinois to the Chief Clerk of the Illinois Commerce Commission, Donna Caton, 527 E. Capitol Avenue, P.O. Box 19280, Springfield, IL 62701.

Dated: February 17, 2000



David I. Fein

**CERTIFICATE OF SERVICE**

I, David I. Fein, certify that copies of the foregoing Application for a Certificate of Service Authority to Transact Business in the State of Illinois was served upon the Chief Clerk via overnight delivery from 203 N. LaSalle Street, Chicago, Illinois 60601 on February 17, 2000.



David I. Fein

**VoiceStream Wireless Corporation**  
**a Washington Corporation**

**Officers and Directors**

Jonathan M. Nelson, Director	3650 131 <sup>st</sup> Avenue SE, Suite 400 Bellevue, WA 98006
Mitchell R. Cohen, Director	3650 131 <sup>st</sup> Avenue SE, Suite 400 Bellevue, WA 98006
John L. Bunce, Jr., Director	3650 131 <sup>st</sup> Avenue SE, Suite 400 Bellevue, WA 98006
Terrence M. O'Toole, Director	3650 131 <sup>st</sup> Avenue SE, Suite 400 Bellevue, WA 98006
Daniel J. Evans, Director	3650 131 <sup>st</sup> Avenue SE, Suite 400 Bellevue, WA 98006
Canning Fok, Director	3650 131 <sup>st</sup> Avenue SE, Suite 400 Bellevue, WA 98006
Hans R. Snook, Director	3650 131 <sup>st</sup> Avenue SE, Suite 400 Bellevue, WA 98006
John W. Stanton, Director Chairman and Chief Executive Officer	3650 131 <sup>st</sup> Avenue SE, Suite 400 Bellevue, WA 98006
Donald Guthrie, Director Vice Chairman	3650 131 <sup>st</sup> Avenue SE, Suite 400 Bellevue, WA 98006
Robert R. Stapleton, Director President	3650 131 <sup>st</sup> Avenue SE, Suite 400 Bellevue, WA 98006
Cregg B. Baumbaugh Executive Vice President - Finance, Strategy and Development	3650 131 <sup>st</sup> Avenue SE, Suite 400 Bellevue, WA 98006
Alan R. Bender, Executive Vice President, General Counsel and Secretary	3650 131 <sup>st</sup> Avenue SE, Suite 400 Bellevue, WA 98006
Robert P. Dotson Senior Vice President - Marketing	3650 131 <sup>st</sup> Avenue SE, Suite 400 Bellevue, WA 98006
Timothy R. Wong Senior Vice President - Engineering	3650 131 <sup>st</sup> Avenue SE, Suite 400 Bellevue, WA 98006
Patricia L. Miller Vice President, Controller and Principal Accounting Officer	3650 131 <sup>st</sup> Avenue SE, Suite 400 Bellevue, WA 98006



<u>Name</u>	<u>Age</u>	<u>Position</u>
John W. Stanton .....	44	Chairman, Chief Executive Officer and Director
Robert R. Stapleton .....	41	President and Director
Douglas G. Smith(1) .....	45	Vice Chairman and Director
Donald Guthrie .....	44	Vice Chairman and Director
Cregg B. Baumbaugh .....	43	Executive Vice President — Finance, Strategy and Development
Alan R. Bender .....	45	Executive Vice President, General Counsel and Secretary
Robert P. Dotson .....	39	Senior Vice President — Marketing
Timothy R. Wong .....	43	Senior Vice President — Engineering
Patricia L. Miller .....	36	Vice President, Controller and Principal Accounting Officer
Mitchell R. Cohen .....	35	Director
Daniel J. Evans .....	74	Director
Richard L. Fields(1) .....	43	Director
Canning K.N. Fok .....	48	Director
Jonathan M. Nelson .....	43	Director
Terence M. O'Toole .....	41	Director
James N. Perry, Jr.(1) .....	39	Director
James J. Ross(1) .....	61	Director
Hans Snook .....	51	Director
Susan M.F. Woo Chow(2) .....	46	Director
Frank J. Sixt(2) .....	48	Director
Kaj-Erik Relander(1) .....	37	Director

(1) To become a director upon completion of the Omnipoint reorganization.

(2) To become a director upon the first to occur of the Omnipoint reorganization and the Aerial reorganization.

In addition, pursuant to the TDS stockholder agreement, TDS will have the right to designate at least one director of VoiceStream Holdings, as described under "VoiceStream Holdings Voting Agreement." TDS has not at this time determined who it will propose to designate.

*John W. Stanton* has been a director of VoiceStream since February 1998, and has been Chief Executive Officer and Chairman of VoiceStream since its formation in 1994. Mr. Stanton has also been a director, Chief Executive Officer and Chairman of Western Wireless and its predecessors since 1992. Mr. Stanton served as a director of McCaw Cellular from 1986 to 1994, and as a director of LIN Broadcasting from 1990 to 1994, during which time it was a publicly-traded company. From 1983 to 1991, Mr. Stanton served in various capacities with McCaw Cellular, serving as Vice-Chairman of the Board of McCaw Cellular from 1988 to September 1991 and as Chief Operating Officer of McCaw Cellular from 1985 to 1988. Mr. Stanton is also a member of the board of directors of Advanced Digital Information Corporation and Columbia Sportswear, Inc. In addition, Mr. Stanton is a trustee of Whitman College, a private college.

*Robert R. Stapleton* has been a director of VoiceStream since April 1999 and President of VoiceStream since its formation in 1994. Effective April 1998, Mr. Stapleton became responsible for all operations of VoiceStream. Mr. Stapleton was President of Western Wireless and one of its

predecessors from 1992 to May 1999. From 1989 to 1992, he served in various positions with General Cellular, including Chief Operating Officer and Vice President of Operations. From 1984 to 1989, Mr. Stapleton was employed by mobile communications subsidiaries of Pacific Telesis, Inc., which now are affiliated with Vodafone AirTouch.

*Douglas G. Smith* founded Omnipoint in June 1987 and has continuously served as its Chairman, President and Chief Executive Officer. From 1985 to 1987, he was one of four professionals in a small venture capital fund focusing on opportunities in the electronic information industry. From 1980 to 1985, he founded and managed the Investment Data Systems Division of Strategic Information (a division of Ziff-Davis Publishing).

*Donald Guthrie* has been a director of VoiceStream since April 1999 and has been Vice Chairman since February 1998. He has also served as Vice Chairman of Western Wireless since November 1995. From February 1997 to April 1999, he also served as the Chief Financial Officer of Western Wireless. From 1986 to October 1995, he served as Senior Vice President and Treasurer of McCaw Cellular and, from 1990 to October 1995, he served as Senior Vice President — Finance of LIN Broadcasting.

*Cregg B. Baumbaugh* has been Executive Vice President — Finance, Strategy and Development of VoiceStream since May 3, 1999. He served as Senior Vice President — Corporate Development of VoiceStream and Western Wireless from 1994 to May 1999. From November 1989 through May 1999, he has served in various positions with Western Wireless and its predecessor, including Vice President — Business Development. From 1986 to 1989, Mr. Baumbaugh was employed by The First Boston Corporation.

*Alan R. Bender* has been Executive Vice President, General Counsel and Secretary of VoiceStream since May 3, 1999. He also holds such positions with Western Wireless. From 1990 to May 1999, he held various positions with Western Wireless, VoiceStream and their respective predecessors, including serving as Senior Vice President and General Counsel and Secretary since 1994. From 1988 to 1990, Mr. Bender was Vice President and Senior Counsel of Equitec Financial Group, Inc., a subsidiary of PacifiCorp Inc.

*Robert P. Dotson* has been Senior Vice President — Marketing and Sales of VoiceStream since May 3, 1999. From 1996 to May 1999, he served as Vice President — Marketing of VoiceStream and Western Wireless. Previously, Mr. Dotson held various marketing positions with PepsiCo's KFC restaurant group, serving as Senior Director of Concept Development from 1994 to 1996, Director of International Marketing from 1993 to 1994, Divisional Marketing Director from 1991 to 1993 and Manager of New Product Development and Base Business Marketing from 1989 through 1991.

*Timothy R. Wong* has been Senior Vice President — Engineering of VoiceStream since May 3, 1999. From 1996 to May 1999, he served as Vice President — Engineering of VoiceStream and Western Wireless. From 1990 to 1995, Mr. Wong held various positions at US WEST Cellular, serving as Executive Director — Engineering and Operations from 1994 to 1995, Director of Wireless Systems Engineering in 1993, Manager of International Wireless Engineering in 1992 and Manager — Systems Design from 1990 to 1991.

*Patricia L. Miller* has been Vice President, Controller and Principal Accounting Officer of VoiceStream since May 3, 1999. From 1998 to May 1999, she served as Controller and Principal Accounting Officer of VoiceStream and Western Wireless. From 1993 to 1997, Ms. Miller held various accounting positions with Western Wireless. Prior to 1993, Ms. Miller held various accounting positions with a subsidiary of Weyerhaeuser Company.

*Mitchell R. Cohen* has been a director of VoiceStream since February 1998. He has also been a director of Western Wireless since its formation in 1994. Mr. Cohen was a director of General Cellular from March 1992 to December 1995. Mr. Cohen is a Managing Director of Hellman & Friedman, having joined Hellman & Friedman as an associate in July 1989. From 1986 to 1989, Mr. Cohen was employed by Shearson Lehman Hutton, Inc. Mr. Cohen currently is a director of Advanstar, Inc.

*Daniel J. Evans* has been a director of VoiceStream since February 1998. He has also been a director of Western Wireless since 1997. Mr. Evans is the Chairman of Daniel J. Evans Associates, a consulting firm. From 1965 through 1977, Mr. Evans was Governor of the State of Washington. In 1983 he was appointed and then elected to the United States Senate to fill the seat of the late Senator Henry M. Jackson. He serves as a director of Flow International Corporation, Puget Sound Energy, Tera Computer Company, and serves on the Board of Regents of the University of Washington.

*Richard L. Fields* has served as a Director of Omnipoint since September 1991. Since February 1994, Mr. Fields has been a Managing Director and Executive Vice President of Allen & Co., and prior to such time he was a Vice President of Allen & Co. Mr. Fields is currently a director of LivePerson, Inc. and the Telecommunications Development Fund.

*Canning K.N. Fok* has been a director of VoiceStream since February 1998. For more than five years, Mr. Fok has been Group Managing Director of Hutchison and Chairman of Orange plc. Other appointments include Chairman of Hutchison Telecommunications (Australia) Limited, Deputy Chairman of Hongkong Electric Holdings Limited and Cheung Kong Infrastructure Holdings Limited, and Director of Cheung Kong (Holdings) Limited. Mr. Fok is also a director of Partner Communications Company, Ltd. Mr. Fok is a chartered accountant.

*Jonathan M. Nelson* has been a director of VoiceStream since February 1998. He has also been a director of Western Wireless since its formation in 1994. Mr. Nelson has been President and Chief Executive Officer of Providence Equity Partners Inc., an investment advisor, since its inception in 1995 and is a Member of Providence Equity Partners L.L.C. which is the general partner of Providence Equity Partners L.P. and Providence Equity Partners II L.P. He is also Co-Chairman of Providence Ventures Inc., an investment advisor, and a managing general partner of Providence Ventures L.P. which is the general partner of the general partner of Providence Media Partners L.P., a venture capital fund. Since 1986, Mr. Nelson has been a Managing Director of Narragansett Capital, Inc., a private management company for three separate equity investment funds. Mr. Nelson is currently a director of AT&T Canada.

*Terence M. O'Toole* has been a director of VoiceStream since February 1998. He has also been a director of Western Wireless since it was formed in 1994. Mr. O'Toole joined Goldman Sachs in 1983 and became a Vice President in 1987, a general partner in 1992 and a Managing Director in 1996. He is currently a director of AMF Bowling, Inc. and Amscan Holdings, Inc.

*James N. Perry, Jr.* has been a Director of Omnipoint since August 1993. In January 1993, he became Vice President of MDCP. Previously, Mr. Perry served in various positions at First Capital Corporation of Chicago and its affiliates. Mr. Perry currently serves as a director of Allegiance Telecom, Inc. and Clearnet Communications, Inc.

*James J. Ross* has been Vice-Chairman of the Omnipoint board since 1989. Mr. Ross is a private venture investor. Since February 1995, Mr. Ross has been Of Counsel in the law firm of Becker Ross Stone DeStefano & Klein and prior to such time, he was a partner at such firm.

*Hans R. Snook* has been a director of VoiceStream since February 1998. For more than five years, Mr. Snook has been Group Managing Director of Orange plc, a telecommunications service provider in the United Kingdom, and a director of a separate affiliate of Hutchison.

*Susan M.F. Woo Chow* has been an Executive Director of Hutchison since 1993 and Deputy Group Managing Director since 1998 of Hutchinson. She is also a Director of Orange plc and Hongkong Electric Holdings Limited and an Executive Director of Cheung Kong Infrastructure Holdings Limited.

*Frank J. Sixt* has been an Executive Director of Hutchison since 1991 and Group Finance Director since 1998 of Hutchison. He is also a Director of Cheung Kong (Holdings) Limited, Orange plc and Hongkong Electric Holdings Limited and an Executive Director of Cheung Kong Infrastructure Holdings Limited.

*Kaj-Erik Relander* has been the Executive Vice President, International Operations, and the Chief Financial Officer of Sonera Corporation since 1999 and, effective January 1, 2000, he will be the head of Sonera's new Mobile and Media Division. Since joining Sonera in 1994, Mr. Relander has also served as Sonera's Group Business Controller and as Director, Finance and Business Development.

Each of the following individuals will be selected by Omnipoint to become members of the VoiceStream Holdings board pursuant to the reorganization agreement: Douglas G. Smith, Richard L. Fields, James J. Ross and James N. Perry. See "VoiceStream Holdings Voting Agreement." The remaining members of the VoiceStream Holdings board will be elected pursuant to a voting agreement.

# VoiceStream Proforma

